

RECORDATION NO. 28066-A
FILED

OCT 28 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

October 28, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of October 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 28066.

The names and addresses of the parties to the enclosed document are:

Assignor: Brandt Road Rail Inc.
c/o Brandt Road Rail Corporation
P.O. Box 1876, 302 Mill Street
Regina Saskatchewan
CANADA

Assignee: Export Development Canada
151 O'Connor Street
Ottawa, Ontario K1A 1K3
Canada

Anne K. Quinlan, Esquire
October 28, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 Brandt Model 6000 Power Unit, S/N 1NPTXBEX69D779252.

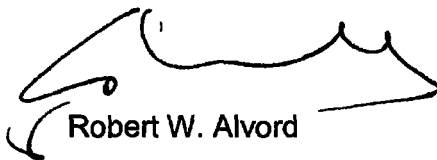
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

OCT 28 '09 -9 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated October 28, 2009 (this "Memorandum"), is made by and between Brandt Road Rail Inc., a Delaware corporation (the "Borrower"), in favor of Export Development Canada, a corporation established by an Act of the Parliament of Canada ("EDC") with respect to that certain Security Agreement, dated October 28, 2009 (the "Security Agreement") made by the Borrower in favor of EDC and that certain Loan Agreement, dated October 28, 2009 (the "Loan Agreement" and together with the Security Agreement, the "Agreements"), by and between the Borrower and EDC. All capitalized terms used but not defined herein shall have the meanings given such terms in the Agreements.

WITNESSETH

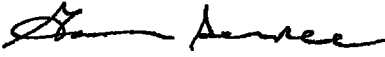
Pursuant to provisions of the Agreements, EDC and Borrower hereby affirm and acknowledge that:

1. EDC has agreed to make a loan to the Borrower and the Borrower has agreed to borrow such loan from EDC pursuant to the Loan Agreement.
2. In order to secure its obligations to EDC under the Loan Agreement, the Borrower has assigned and granted to EDC under the Security Agreement a first priority lien and security interest in all of the Borrower's right, title and interest under that certain Master Lease Agreement, dated January 27, 2009 (the "Contract"), by and between the Borrower, as Lessor, and The Kansas City Southern Railway Company, a Missouri corporation, as Lessee, and all amounts due thereunder including without limitation, rent, insurance proceeds and any payments of any kind for or with respect to the Railroad Equipment (described on Schedule 1 hereto) payable thereunder, and including all rights of the Borrower to execute any election or option or to give any notice, consent, waiver or approval under or in respect of the Contract or to accept any surrender of the Railroad Equipment or any part thereof, as well as rights of the Borrower, whether arising under the Contract or by statute or at law or equity, or otherwise, arising out of any default and to do all other things necessary which the Borrower is or may be entitled to under the Contract.
3. This Memorandum is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. The Agreements shall be effective October 28, 2009.

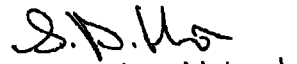
[Signature Pages Follow]

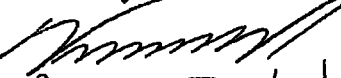
IN WITNESS WHEREOF the parties hereto have signed and delivered this MEMORANDUM
OF LEASE ASSIGNMENT as of the date first written above.

BRANDT ROAD RAIL INC.

Signature: 
(Print Name): GAVIN SEMPLE

EXPORT DEVELOPMENT CANADA

Signature: 
(Print Name): Stephen Hebert

Signature: 
(Print Name): Pierre Trudel
Financing Manager

I, Nadine Sciacca, a notary public in and for the Province of Ontario, Canada, duly appointed, commissioned and sworn, and practicing at 151 O'Connor Street, in the City of Ottawa, in the Province of Ontario, DO HEREBY CERTIFY that:

I was personally present and did see this Memorandum of Lease Assignment duly signed and executed at 151 O'Connor Street, Ottawa, Ontario, Canada on behalf of Export Development Canada by Pierre Trudel and Stephen Hebert of Export Development Canada. I know the signatories personally and attest that they are both Financing Managers of Export Development Canada, that their signatures are in their proper handwriting, and that they are duly authorized to sign this Memorandum of Lease Assignment on behalf of Export Development Canada.

IN TESTIMONY of which I have subscribed my name and affix my notarial seal at the City of Ottawa, Province of Ontario, this 21st day of October 2009.



Nadine Sciacca

A Notary Public in and for the Province of Ontario

My commission does not expire

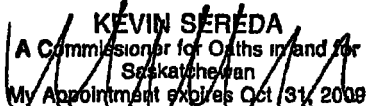
REGINA, SASK.
State of _____ ss.:

On this 26 day of October 2009, before me personally appeared GAVIN SEMPLE, to me personally known, who, by me being duly sworn, says that she is the PRESIDENT of BRANDT ROAD RAIL INC., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

Notary Public My Commission Expires: June 30, 2011
October 2009


KEVIN SEREDA
A Commissioner for Oaths in and for
Saskatchewan
My Appointment expires Oct 31, 2009



SCHEDULE 1 TO MEMORANDUM OF LEASE

DESCRIPTION OF RAILROAD EQUIPMENT

Equipment Type	Serial Number	Number of Units
Brandt Model 6000 Power Unit with 2009 Peterbilt 367 Engine equipped with Brandt 3028 Rail / Tie Loader, and Van Air 185 CFM Auxiliary Air Compressor	1NPTXBEX69D779252 (Peterbilt Engine) 3028-3113 (Rail / Tie Loader) 30-74895 (Auxiliary Air Compressor)	One

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

10/28/09



Robert W Alvord